
EXHIBIT A

**CERTIFICATION UNDER GUIDELINES IN SUPPORT OF
FIRST INTERIM APPLICATION OF BAKER & MCKENZIE
FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR
SERVICES RENDERED AS SPECIAL COUNSEL FOR THE DEBTORS
FOR THE PERIOD JUNE 1, 2009 THROUGH SEPTEMBER 30, 2009**

Baker & McKenzie LLP
One Prudential Plaza, Suite 3500
130 East Randolph Street
Chicago, IL 60601
Telephone: (312) 861-8000
Facsimile: (312) 861-2899
David F. Heroy
Andrew P.R. McDermott

*Special Counsel to the Debtors and
Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re

**MOTORS LIQUIDATION COMPANY, *et al.*,
f/k/a General Motors Corp., *et al.***

Debtors.

Chapter 11 Case No.

09-50026 (REG)

(Jointly Administered)

**CERTIFICATION UNDER GUIDELINES IN SUPPORT OF
FIRST INTERIM APPLICATION OF BAKER & MCKENZIE
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FOR THE PERIOD JUNE 1, 2009 THROUGH SEPTEMBER 30, 2009**

I, David F. Heroy, hereby certify that:

1. I am a member with the applicant firm, Baker & McKenzie LLP (“**Baker**”), with responsibility for the jointly administered chapter 11 cases of Motors Liquidation Company, et al. (f/k/a General Motors Corp., et al.) (collectively, the “**Debtors**”), pursuant to Sections 105(a), 331 of the Bankruptcy Code and Local Bankruptcy Rule 2016-1, in respect of compliance with the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases adopted by the Court (the “**Local Guidelines**”), the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330, adopted on January 30, 1996 (the “**Trustee Guidelines**”)

and the Order Pursuant to Sections 105(a) and 331 of the Bankruptcy Code Establishing Procedures for Interim Monthly Compensation and Reimbursement of Expenses of Professionals (the “**Interim Compensation Order**”, and collectively with the Amended Local Guidelines and **Trustee Guidelines**, the “**Guidelines**”).

2. This certification is made in respect of Baker’s application, dated November ___, 2009 (the “**Application**”), for interim compensation and reimbursement of expenses for the period commencing June 1, 2009 through and including September 30, 2009 in accordance with the Guidelines.

3. I certify that:

- a. I have read the Application;
- b. to the best of my knowledge, information, and belief formed after reasonable inquiry, the fees and disbursements sought fall within the Local Guidelines;
- c. the fees and disbursements sought are billed at rates in accordance with those customarily charged by Baker and generally accepted by Baker’s clients; and
- d. in providing a reimbursable service, Baker does not make a profit on that service, whether the service is performed by Baker in-house or through a third party.

4. As required by the Interim Compensation Order, I certify that Baker has complied with these provisions requiring it to provide the Debtors and the Office of the United States Trustee for the Southern District of New York, on a monthly basis, with a statement of Baker’s fees and disbursements accrued during the previous month.

5. I certify that the Debtors and the United States Trustee for the Southern District of New York are each being provided with a copy of the Application, along with the parties designated in the August 7, 2009 Order of the Court establishing procedures for interim compensation and reimbursement of expenses of professionals.

Respectfully Submitted,

BAKER & MCKENZIE LLP

/s/ David F. Heroy

David F. Heroy
Baker & McKenzie LLP
One Prudential Plaza., Suite 3600
130 East Randolph St
Chicago, IL 60601
Telephone: (312) 861-3731
Facsimile: (312) 698-2704
David.F.Heroy@bakernet.com

Dated: November 16, 2009